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May 4, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

~~23566~~ 23566-B

OCT 26 '01

11:41 AM

TS

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 30, 2001, Schedule 3, between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**

1211 Avenue of the Americas, New York, NY 10036

Lessee: **TFM, S.A. de C.V.**

Periferico Sur No. 4928, Col. Parques del Pedregal, Delegacion Tlalpan,
Mexico D.F., 14010

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TFM, S.A. de C.V.**, covering 50 coal hoppers with reporting marks and numbers – CEFX 17236– CEFX 17760, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23566 dated 7/23/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Research/Development Coordinator

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30 day of August, 2001, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TFM, S.A. de C.V., a Mexican corporation, with an address at Periférico Sur No. 4928, Col. Parques del Pedregal, Delegación Tlalpan, Mexico D.F., 14010 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 2, 2001, covering certain equipment describes therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 23, 2001 and given Recordation Number 23566.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

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SURFACE TRANSPORTATION BOARD

We certify that we hold the title set forth below, that this instrument was signed on behalf of the Lessee by its legal representatives and that we acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. We further declare under penalty of perjury that the foregoing is true and correct.

TFM, S.A. DE C.V.

By: [Signature]
Name: _____
Title: _____

By: [Signature]
Name: Mario Guzman
Title: LFO

Schedule A

Quantity
50

Description
4750 cubic foot capacity covered
hopper cars with gravity gates and
trough hatches

Car Marks & Numbers
Listed below

1	CEFX	17236
2	CEFX	17238
3	CEFX	17247
4	CEFX	17248
5	CEFX	17249
6	CEFX	17253
7	CEFX	17255
8	CEFX	17259
9	CEFX	17261
10	CEFX	17264
11	CEFX	17271
12	CEFX	17272
13	CEFX	17280
14	CEFX	17282
15	CEFX	17294
16	CEFX	17299
17	CEFX	17311
18	CEFX	17313
19	CEFX	17381
20	CEFX	17394
21	CEFX	17426
22	CEFX	17429
23	CEFX	17431
24	CEFX	17432
25	CEFX	17440

26	CEFX	17443
27	CEFX	17446
28	CEFX	17447
29	CEFX	17448
30	CEFX	17449
31	CEFX	17451
32	CEFX	17456
33	CEFX	17461
34	CEFX	17462
35	CEFX	17466
36	CEFX	17468
37	CEFX	17469
38	CEFX	17476
39	CEFX	17484
40	CEFX	17489
41	CEFX	17496
42	CEFX	17500
43	CEFX	17501
44	CEFX	17509
45	CEFX	17515
46	CEFX	17520
47	CEFX	17524
48	CEFX	17692
49	CEFX	17702
50	CEFX	17760